

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2003

Note: The organization may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2003, or tax year beginning JUL 1, 2003, and ending DEC 31, 2003

G Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of organization The Frederic C. Hamilton Family Foundation	A Employer identification number 54-2099318
	Number and street (or P O box number if mail is not delivered to street address) 1560 Broadway Suite 2200	Room/suite
	City or town, state, and ZIP code Denver, CO 80202	

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 20,042,808.** (Part I, column (d) must be on cash basis.) J Accounting method Cash Accrual
 Other (specify) _____

C If exemption application is pending, check here ►
D 1. Foreign organizations, check here ►
2. Foreign organizations meeting the 85% test, check here and attach computation ►
E If private foundation status was terminated under section 507(b)(1)(A), check here ►
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net Investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			N/A	
2 Distributions from split-interest trusts					
3 Interest on savings and temporary cash investments		91,226.	69,847.		Statement 2
4 Dividends and interest from securities		104,964.	102,799.		Statement 3
5a Gross rents					
b (Net rental income or (loss))					
6a Net gain or (loss) from sale of assets not on line 10		136,100.			Statement 1
b Gross sales price for all assets on line 6a		3,037,099.			
7 Capital gain net income (from Part IV, line 2)			87,937.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		177,759.	193,297.		Statement 4
12 Total: Add lines 1 through 11		510,049.	453,880.		
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees	Stmt 5	7,306.	7,306.		0.
17 Interest	Stmt 6	32,633.	287.		0.
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		500.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		40,439.	7,593.		0.
25 Contributions, gifts, grants paid		334,210.			334,210.
26 Total expenses and disbursements. Add lines 24 and 25		374,649.	7,593.		334,210.
27 Subtract line 26 from line 12		135,400.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			446,287.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	<20,694.	<115,500.	<115,500.
	2 Savings and temporary cash investments	59,263.	143,253.	143,253.
	3 Accounts receivable ► 650,974.			
	Less allowance for doubtful accounts ►		650,974.	650,974.
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations Stmt 8	10,324,697.	10,966,252.	13,159,852.
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	6,891,017.	5,744,704.	6,204,229.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers)	17,254,283.	17,389,683.	20,042,808.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ►)			
	23 Total Liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	17,254,283.	17,389,683.	
	30 Total net assets or fund balances	17,254,283.	17,389,683.	
	31 Total Liabilities and net assets/fund balances	17,254,283.	17,389,683.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 17,254,283.
2 Enter amount from Part I, line 27a	2 135,400.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 17,389,683.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 17,389,683.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a					
b	See Attached Statement				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	3,037,099.	2,949,162.	87,937.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(l) FMV as of 12/31/69	(l) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any			
a					
b					
c					
d					
e				87,937.	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	87,937.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8			3	N/A	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the organization does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2002	3,494,365.	15,992,436.	.2185011
2001	1,349,777.	13,154,306.	.1026110
2000	911,203.	9,252,539.	.0984814
1999	356,425.	6,634,138.	.0537259
1998	75,609.	4,983,285.	.0151725

2 Total of line 1, column (d)

2 .4884919

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 .0976984

4 Enter the net value of noncharitable-use assets for 2003 from Part X, line 5

4 19,052,272.

5 Multiply line 4 by line 3

5 1,861,376.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 4,463.

7 Add lines 5 and 6

7 1,865,839.

8 Enter qualifying distributions from Part XII, line 4

8 334,210.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	8,926.
Date of ruling letter _____ (attach copy of ruling letter if necessary-see Instructions)	
b Domestic organizations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	
c All other domestic organizations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	
3 Add lines 1 and 2	2
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3
5 Tax based on Investment Income. Subtract line 4 from line 3 If zero or less, enter -0-	4
6 Credits/Payments	5
a 2003 estimated tax payments and 2002 overpayment credited to 2003	6a
b Exempt foreign organizations - tax withheld at source	6b
c Tax paid with application for extension of time to file (Form 8868)	6c
d Backup withholding erroneously withheld	6d
7 Total credits and payments Add lines 6a through 6d	7
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10
11 Enter the amount of line 10 to be Credited to 2004 estimated tax ►	11

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities.</i>	1b	X
c Did the organization file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the organization ► \$ <u>0.</u> (2) On organization managers. ► \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers. ► \$ <u>0.</u>		
2 Has the organization engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the organization have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	4b	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	5	X
7 Did the organization have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	6	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>Colorado</u>	7	X
b If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2003 or the taxable year beginning in 2003 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address ► <u>Not Applicable</u>	11	X
12 The books are in care of ► <u>The Foundation</u> Located at ► <u>1560 Broadway Suite 2200 Denver Colorado</u>	Telephone no ► (303) 863-3000 ZIP+4 ► 80202	
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year	13	N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the organization (either directly or indirectly)

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person?
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
- (6) Agree to pay money or property to a government official? (Exception. Check "No" if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)

Yes No

Yes No

Yes No

Yes No

Yes No

Yes No

Yes **No**

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 19 of the instructions)?

N/A

►

Organizations relying on a current notice regarding disaster assistance check here

c Did the organization engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2003?

2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2003, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2003?

Yes No

If "Yes," list the years ► _____ , _____ , _____ , _____ , _____ .

b Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)

N/A

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here

► _____ , _____ , _____ , _____ , _____ .

3a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

Yes No

b If "Yes," did it have excess business holdings in 2003 as a result of (1) any purchase by the organization or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the organization had excess business holdings in 2003.)

N/A

4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?

b Did the organization make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2003?

5a During the year did the organization pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

►

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If you answered "Yes" to 6b, also file Form 8870.

The Frederic C. Hamilton Family
Foundation

54-2099318

Page 6

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation:

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over \$50,000 ► 0

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services ► 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		
3	All other program-related investments See instructions	
Total.	Add lines 1 through 3	► 0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	19,127,587.
b	Average of monthly cash balances	1b	214,821.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	19,342,408.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	19,342,408.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	290,136.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,052,272.
6	Minimum investment return. Enter 5% of line 5 Adjusted for Short Tax Period	6	480,213.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6	1	480,213.
2a	Tax on investment income for 2003 from Part VI, line 5	2a	8,926.
b	Income tax for 2003. (This does not include the tax from Part VI)	2b	3,350.
c	Add lines 2a and 2b	2c	12,276.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	467,937.
4a	Recoveries of amounts treated as qualifying distributions	4a	0.
b	Income distributions from section 4947(a)(2) trusts	4b	0.
c	Add lines 4a and 4b	4c	0.
5	Add lines 3 and 4c	5	467,937.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	467,937.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	334,210.
b	Program-related investments - Total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	334,210.
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	334,210.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2002	(c) 2002	(d) 2003
1 Distributable amount for 2003 from Part XI, line 7				467,937.
2 Undistributed income, if any, as of the end of 2002			0.	
a Enter amount for 2002 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2003:				
a From 1998				
b From 1999				
c From 2000	407,391.			
d From 2001	802,189.			
e From 2002	2,823,671.			
f Total of lines 3a through e	4,033,251.			
4 Qualifying distributions for 2003 from Part XII, line 4 ► \$ 334,210.			0.	
a Applied to 2002, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2003 distributable amount	0.			334,210.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2003 (If an amount appears in column (d), the same amount must be shown in column (a))	133,727.			133,727.
6 Enter the net total of each column as indicated below:	3,899,524.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2002. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2003 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2004				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 1998 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2004. Subtract lines 7 and 8 from line 6a	3,899,524.			
10 Analysis of line 9.				
a Excess from 1999	273,664.			
b Excess from 2000	802,189.			
c Excess from 2001	2,823,671.			
e Excess from 2003				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2003, enter the date of the ruling ►
b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

		Prior 3 years				(e) Total
		Tax year	(a) 2003	(b) 2002	(c) 2001	
2	a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
	b 85% of line 2a					
	c Qualifying distributions from Part XII, line 4 for each year listed					
	d Amounts included in line 2c not used directly for active conduct of exempt activities					
	e Qualifying distributions made directly for active conduct of exempt activities.					
	Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon:					
	a "Assets" alternative test - enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
	b "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
	c "Support" alternative test - enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 25 of the instructions.)

1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

See Statement 11

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► [X] if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a. The name, address, and telephone number of the person to whom applications should be addressed.

- b. The form in which applications should be submitted and information and materials they should include**

- ### **c Any submission deadlines**

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See Schedule 1 Attached				334,210.
Total			► 3a	334,210.
b Approved for future payment				
None				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	900000	21,379.	14	69,847.	
4 Dividends and interest from securities	900000	2,165.	14	102,799.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	<15,538.	>14	193,297.	
8 Gain or (loss) from sales of assets other than inventory	900000	48,163.	18	87,937.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		56,169.		453,880.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	510,049.
(See worksheet in line 13 instructions to verify calculations)					

Relationship of Activities to the Accomplishment of Exempt Purposes

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
a Excelsior Instl Tr Income Fund	P	Various	Various
b Excelsior Instl Tr Income Fund	P	02/22/02	Various
c Harbor High Yield Fund	P	Various	Various
d Wellington Small Cap	P	09/01/03	12/01/03
e Wellington Mid Cap	P	09/01/03	12/01/03
f Pimco Real Return Fund	P	Various	Various
g From Partnerships	P		
h From Partnerships	P		
i From Partnerships	P		
j From Partnerships	P		
k Capital Gains Dividends			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 13,786.		13,920.	<134.>
b 544,753.		540,487.	4,266.
c 757,000.		728,835.	28,165.
d 347.		312.	35.
e 289.		267.	22.
f 1,665,000.		1,617,178.	47,822.
g 3,182.			3,182.
h 41,017.		41,017.	0.
i 4,510.			4,510.
j 7,146.		7,146.	0.
k 69.			69.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<134.>
b			4,266.
c			28,165.
d			35.
e			22.
f			47,822.
g			3,182.
h			0.
i			4,510.
j			0.
k			69.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	87,937.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

The Frederic C. Hamilton Family Foundation (54-2099318)
Return of Private Foundation (Form 990-PF)
Tax Year Beginning July 1, 2003 and Ending December 31, 2003

Effective July 1, 2003, The Frederic C. Hamilton Family Foundation (tax ID #54-2099318) received all of the assets of its predecessor (also a private foundation named The Frederic C. Hamilton Family Foundation but with tax ID #84-1440133) in liquidation of such former foundation. Therefore, the new foundation is a successor "transferee foundation" to the former foundation and is not treated as a new foundation, as provided in IRC 507(b)(2).

The new foundation is controlled by the same persons as the former foundation, so the new foundation is treated as if it were the former foundation pursuant to Regulation 1.507-3(a)(9), and the tax attributes of the former foundation have carried over to the new foundation pursuant to Regulation 1.507-3(a).

The former foundation filed its final return under its tax identification number (84-1440133) for the period from January 1, 2003 to June 30, 2003, and the new foundation is filing this return as its initial return under its tax identification number (54-2099318) for the period from July 1, 2003 to December 31, 2003.

The new foundation applied for and received a notice of exemption from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3), dated September 4, 2003.

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made July 1, 2003 through December 31, 2003

Recipient Name & Purpose of Contribution, if Specified

<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Atlantic Salmon Federation (U.S.) PO Box 807	Calais, ME 04619-0807	3,500
Babson College PO Box 57310	Babson Park, MA 02457-0310	2,000
Boys & Girls Clubs 2017 West 9th Avenue	Denver, CO 80204	9,000
Brunswick School, Building Fund 100 Maher Avenue	Greenwich, CT 06830	2,000
Brunswick School, Grade 2 100 Maher Avenue	Greenwich, CT 06830	2,000
Caesar Kleberg Wildlife Research Institute, General Fund c/o Texas A&M University Kingsville 700 University Blvd., MSC 218	Kingsville, TX 78363	1,000
Cameron & Hayden Lord Foundation 110 Riverside Drive, 12C	New York, NY 10024	1,500
Colorado Rocky Mountain School 1493 County Road 106	Carbondale, CO 81623	5,000
Connecticut College, Class of 1952 270 Mohegan Avenue	New London, CT 06320-4196	2,500
Denver Art Museum 100 West 14th Avenue Parkway	Denver, CO 80204	2,500
Denver Botanic Gardens 909 York Street	Denver, CO 80206-3799	2,500
Doe Fund 232 East 84th Street	New York, NY 10028	1,000
Dumb Friends League, Promise Fund 2080 So. Quebec Street	Denver, CO 80231-3298	1,000
Fishers Island Conservancy PO Box 553	Fishers Island, NY 06390	1,000
Fishers Island People's Project PO Box 523	Fishers Island, NY 06390	250
Fishers Island Union Chapel PO Box 192	Fishers Island, NY 06390	100

Graland Country Day School 30 Birch Street	Denver, Co 80220	2,500
Graland Country Day School, Field House 30 Birch Street	Denver, CO 80220	200,000
Greenwich Academy, Cowan Center 200 North Maple Avenue	Greenwich, CT 06830-4799	500
Greenwich Academy, Grade 4 200 North Maple Avenue	Greenwich, CT 06830-4799	2,000
Greenwich Hospital Capital Campaign 89 Lake Avenue	Greenwich, CT 06830	5,000
Heuga Center PO Box 491, 27 Main Street, #303	Edwards, CO 81632	500
Hewitt School, Annual Fund 45 East 75th Street	New York, NY 10021	10,000
Hewitt School, Capital Campaign 45 East 75th Street	New York, NY 10021	10,000
Intrepid Museum Fallen Heroes Fund West 46th Street and 12th Avenue	New York, NY 10036	2,000
Island Health Project, Inc. PO Box 344	Fishers Island, NY 06390	500
Kenmore Association, Geo. Washington Ferry Farm 1201 Washington Avenue	Fredericksburg, VA 22401	2,500
Kent Denver School 4000 East Quincy Avenue	Englewood, CO 80110-9908	500
Lawrenceville School PO Box 6125,	Lawrenceville, NJ 08648-9987	1,000
Memorial Sloan-Kettering Special Projects Committee 1275 York Avenue	New York, NY 10021	500
Miles Memorial Hospital, General Fund 42 Belvedere Road	Damariscotta, ME 04543	1,000
Millbrook School, Annual Fund School Road	Millbrook, NY 12545	3,000
National Jewish Medical & Research Ctr 1400 Jackson Street, M106	Denver, CO 80206	1,000

National Western Scholarship Trust, Coors Western Art 4655 Humboldt Street	Denver, CO 80216-2818	110
Park People, Eugene Field House 715 So. Franklin Street	Denver, CO 80209	2,000
Public Education & Business Coalition, Artists for Colorado's Youth Auction 1410 Grant Street, Suite A101	Denver, CO 80203	750
Robin Hood Foundation, Relief Fund 826 Broadway, 7 th Floor	New York, NY 10003	2,000
Salisbury School 251 Canaan Road	Salisbury, CT 06068	10,000
Seeds of Hope, Adopt-a-Student Program 1300 South Steele Street	Denver, CO 80210-2599	3,000
Smithsonian Institution 1000 Jefferson Drive SW - 4th Fl	Washington, DC 20560-0035	10,000
Special Olympics Colorado 410 Seventeenth Street, #200	Denver, CO 80202	3,500
St. George's School PO Box 1910	Newport, RI 02840	500
St. Luke's Episcopal School 15 St. Luke's Lane	San Antonio, TX 78209	1,000
St. Mary's Hall PO Box 33430	San Antonio, TX 78265-9974	10,000
St. Paul's School 325 Pleasant Street	Concord, NH 03301-2591	1,000
St. Timothy's School 8400 Greenspring Avenue	Stevenson, MD 21153	500
Student/Sponsor Partnership 21 East 40th Street, Suite 1601	New York, NY 10016	2,000
Tall Timbers, Quail Research Initiative 13093 Henry Beadel Drive	Tallahassee, FL 32312-0918	6,000
US Sportmen's Alliance Foundation 801 Kingsmill Parkway	Columbus, OH 43229-1137	2,500
Total		\$334,210.00

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 1

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
	Purchased	Various	Various		
Excelsior Instl Tr Income Fund					
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
13,786.	13,920.	0.	0.	<134. >	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
	Purchased	02/22/02	Various		
Excelsior Instl Tr Income Fund					
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
544,753.	540,487.	0.	0.	4,266.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
	Purchased	Various	Various		
Harbor High Yield Fund					
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
757,000.	728,835.	0.	0.	28,165.	

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Wellington Small Cap	Purchased	09/01/03	12/01/03

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
347.	312.	0.	0.	35.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Wellington Mid Cap	Purchased	09/01/03	12/01/03

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
289.	267.	0.	0.	22.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Pimco Real Return Fund	Purchased	Various	Various

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,665,000.	1,617,178.	0.	0.	47,822.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
From Partnerships	Purchased		

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3,182.	0.	0.	0.	3,182.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
41,017.	0.	0.	0.	41,017.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4,510.	0.	0.	0.	4,510.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7,146.	0.	0.	0.	7,146.

Capital Gains Dividends from Part IV	69.
Total to Form 990-PF, Part I, line 6a	136,100.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	Amount
From Partnerships	69,843.
From Partnerships	21,379.
Other	4.
Total to Form 990-PF, Part I, line 3, Column A	91,226.

Form 990-PF

Dividends and Interest from Securities

Statement 3

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
From Partnerships	1,851.	0.	1,851.
From Partnerships	2,165.	0.	2,165.
Other	92,052.	69.	91,983.
U.S. Trust	8,965.	0.	8,965.
Total to Fm 990-PF, Part I, ln 4	<u>105,033.</u>	<u>69.</u>	<u>104,964.</u>

Form 990-PF

Other Income

Statement 4

Description	Amount
Ordinary Income from Partnerships	<15,538.>
Ordinary Income from Partnerships	193,297.
Total to Form 990-PF, Part I, line 11, Column A	<u>177,759.</u>

Form 990-PF

Other Professional Fees

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
U.S. Trust Investment Management	152.	152.		0.
Other Management Fees	7,154.	7,154.		0.
To Form 990-PF, Pg 1, ln 16c	<u>7,306.</u>	<u>7,306.</u>		<u>0.</u>

Form 990-PF

Taxes

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
U.S. Excise Tax	32,232.	0.		0.
Foreign Tax Paid	401.	287.		0.
To Form 990-PF, Pg 1, ln 18	32,633.	287.		0.

Form 990-PF

Other Expenses

Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other General & Administrative Expenses	500.	0.		0.
To Form 990-PF, Pg 1, ln 23	500.	0.		0.

Form 990-PF

Corporate Stock

Statement 8

Description	Book Value	Fair Market Value
Highbridge Capital Corp	1,000,000.	2,196,368.
Andor Tech Aggressive Fund	500,000.	526,408.
Argus Healthcare Offshore	500,000.	539,459.
Welch Entrepreneurial Fund	42,975.	24,055.
Copper Arch Fund Offshore	263,807.	296,553.
Double Black Diamond Ltd.	250,000.	275,215.
Emerging Sovereign Offshore	490,000.	534,548.
Lone Pinon Ltd.	250,000.	281,838.
OZ Overseas Fund Ltd.	250,000.	306,004.
Swiftcurrent Offshore Ltd.	750,000.	903,427.
Tiger Technology Ltd.	820,890.	1,049,340.
TigerSharks I Offshore Ltd.	500,000.	475,988.
Tiger Asia Overseas Fund	500,000.	588,341.
Arran Partners Intl.	500,000.	556,044.
Canyon Value Realization	498,580.	541,417.
Epoch Overseas	250,000.	248,734.
Grossman Currency Fund	500,000.	634,951.
Shepherd Investments Intl.	500,000.	527,786.
Steadfast Intl.	250,000.	241,896.

The Frederic C. Hamilton Family Foundati

54-2099318

Vantis Intl Fund	500,000.	556,791.
Water Street Intl.	500,000.	472,265.
Wood Allen Global	250,000.	235,948.
Indus Asia Pacific	550,000.	587,098.
Indus Japan Fund	550,000.	559,378.
Total to Form 990-PF, Part II, line 10b	10,966,252.	13,159,852.

Form 990-PF	Other Investments	Statement 9
Description	Book Value	Fair Market Value
Remington Investment Strategies	448,001.	648,319.
Pinetree FF LP	494,799.	546,108.
No Margin Fund L.P.	1,982,045.	2,064,330.
Pinetree IV LP	483,122.	419,483.
Pimco Real Return Fund	2,917.	2,821.
Excelsior Instl Tr Inc. Fund	0.	0.
Harbor High Yield Fund	1,331,145.	1,379,827.
Wellington Small Cap	501,395.	588,334.
Wellington Mid Cap	501,280.	555,007.
Total to Form 990-PF, Part II, line 13	5,744,704.	6,204,229.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Frederic C. Hamilton 1560 Broadway Suite 2200 Denver, Colorado 80202	Grantor & Trustee 0.	0.	0.	0.
Jane M. Hamilton 1560 Broadway Suite 2200 Denver, Colorado 80202	Trustee 0.	0.	0.	0.
Christy Hamilton McGraw 1560 Broadway Suite 2200 Denver, Colorado 80202	Trustee 0.	0.	0.	0.
Frederic C. Hamilton, Jr. 1560 Broadway Suite 2200 Denver, Colorado 80202	Trustee 0.	0.	0.	0.
Crawford M. Hamilton 1560 Broadway Suite 2200 Denver, Colorado 80202	Trustee 0.	0.	0.	0.
Thomas M. Hamilton 1560 Broadway Suite 2200 Denver, Colorado 80202	Trustee 0.	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 11

Name of Manager

Frederic C. Hamilton
Jane M. Hamilton

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box ►
 - If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)
- Note: Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time - Only submit original (no copies needed)Note: Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only ►

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Type or print	Name of Exempt Organization The Frederic C. Hamilton Family Foundation	Employer identification number 54-2099318
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 1560 Broadway Suite 2200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Denver, CO 80202	

Check type of return to be filed (file a separate application for each return).

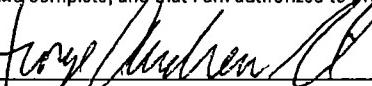
- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- If the organization does **not** have an office or place of business in the United States, check this box ►
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the **whole group**, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-month, for 990-T corporation) extension of time until August 16, 2004.
to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ► calendar year _____ or
 ► tax year beginning JUL 1, 2003, and ending DEC 31, 2003.
- 2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ 8,926.
- b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ 32,232.
- c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ►  Title ► CPADate ► 5/14/2004

LHA For Paperwork Reduction Act Notice, see instruction

Form 8868 (12-2000)

- If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II and check this box ►

Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time - Must file Original and One Copy.

Type or print. File by the extended due date for filing the return. See instructions	Name of Exempt Organization The Frederic C. Hamilton Family Foundation	Employer identification number 54-2099318
	Number, street, and room or suite no. If a P.O. box, see instructions. 1560 Broadway Suite 2200	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Denver, CO 80202	

Check type of return to be filed (File a separate application for each return):

- Form 990 Form 990-EZ Form 990-T (sec. 401(a) or 408(a) trust) Form 1041-A Form 5227 Form 8870
 Form 990-BL Form 990-PF Form 990-T (trust other than above) Form 4720 Form 6069

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the **whole group**, check this box ► . If it is for **part of the group**, check this box ► and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **November 15, 2004**.
 5 For calendar year **JUL 1, 2003**, or other tax year beginning **DEC 31, 2003** and ending **DEC 31, 2003**.
 6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
 7 State in detail why you need the extension
Additional time is required to obtain the information necessary in order to file a complete and accurate income tax return.
 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ **8,926.**
 b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 \$ **32,232.**
 c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ **0.**

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ►

Title ► CPA

Date ►

8/10/2004
EXTENSION APPROVED

Notice to Applicant - To Be Completed by the IRS

- We have approved this application. Please attach this form to the organization's return.
 We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
 We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting the 10-day grace period.
 We cannot consider this application because it was filed after the due date of the return for which an extension was requested.
 Other _____

By _____ Date _____
Director

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print 323832 05-01-03	Name _____ _____ _____
	Number and street (include suite, room, or apt. no.) Or a P.O. box number _____ _____ _____
	City or town, province or state, and country (including postal or ZIP code) _____ _____ _____